

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of earliest event reported: November 20, 2003

Date of report: November 24, 2003

Ferrellgas Partners, L.P.
Ferrellgas Partners Finance Corp.
Ferrellgas, L.P.
Ferrellgas Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware	001-11331	43-1698480
Delaware	333-06693	43-1742520
Delaware	000-50182	43-1698481
Delaware	000-50183	14-1866671
-----	-----	-----
(State or other jurisdiction of incorporation)	Commission file number	(I.R.S. Employer Identification No.)

One Liberty Plaza, Liberty, Missouri 64068

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (816) 792-1600

ITEM 5. OTHER EVENTS

JEF Capital Management, Inc. is the holder of all of our issued and outstanding senior units. Our partnership agreement generally provides that we use the cash proceeds of any offering of our common units to redeem a portion of our outstanding senior units, otherwise a "Material Event" would be deemed to have occurred and JEF Capital Management, as the holder of our senior units, would thereafter have specified rights, such as the right to convert the senior units into common units or the right to register the senior units. By letter agreement dated November 20, 2003, JEF Capital Management agreed to waive the occurrence of a "Material Event" if we issue common units at any time and from time to time on or prior to March 31, 2004, and we do not use the cash proceeds from such offering or offerings to redeem a portion of the outstanding senior units. In consideration of the granting of the waiver, we agreed not to redeem any outstanding senior units prior to March 31, 2004, and to reimburse JEF Capital Management for its reasonable legal fees incurred in connection with the execution of the waiver.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) The following material is filed as an exhibit to this Current Report on Form 8-K.

Exhibit Number

Description

4.1

Waiver and Acknowledgement of No Material Event dated November 20, 2003 by and among Ferrellgas Partners, L.P., Ferrellgas, L.P., Ferrellgas Inc. and JEF Capital Management, Inc.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FERRELLGAS PARTNERS, L.P.

By Ferrellgas, Inc. (General Partner)

Date: November 24, 2003

By /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and
Chief Financial Officer

FERRELLGAS PARTNERS FINANCE CORP.

Dated: November 24, 2003

By /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and
Chief Financial Officer

FERRELLGAS, L.P.

By Ferrellgas, Inc. (General Partner)

Dated: November 24, 2003

By /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and
Chief Financial Officer

FERRELLGAS FINANCE CORP.

Dated: November 24, 2003

By /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
4.1	Waiver and Acknowledgement of No Material Event dated November 20, 2003 by and among Ferrellgas Partners, L.P., Ferrellgas, L.P., Ferrellgas Inc. and JEF Capital Management, Inc.

November 20, 2003

Ferrellgas Partners, L.P.
 Ferrellgas, L.P.
 Ferrellgas, Inc.
 One Liberty Plaza
 Liberty, Missouri 64068

Attention: Mr. Kevin T. Kelly
 Senior Vice President and Chief Financial Officer

Re: Waiver and Acknowledgement of No Material Event

Ladies and Gentlemen:

As holder of all of the issued and outstanding senior units representing limited partner interests ("Senior Units") of Ferrellgas Partners, L.P. (the "Partnership"), JEF Capital Management, Inc. ("JEF") is a party to:

- (a) the Fourth Amended and Restated Agreement of Limited Partnership of the Partnership dated as of February 18, 2003 (the "Partnership Agreement");
- (b) the Representations Agreement dated as of December 17, 1999, as amended;
- (c) the Registration Rights Agreement dated as of December 17, 1999, as amended;
- (d) the Purchase Agreement dated as of November 7, 1999, as amended;
- (e) the Letter of Instruction dated April 6, 2001, between JEF and Bank of America, N.A., as Administrative Agent ("BofA"), and agreed and acknowledged by the Partnership; and
- (f) the Letter of Instruction dated April 6, 2001, between JEF and BofA and agreed and acknowledged by Ferrellgas, L.P.

The above-referenced documents are referred to collectively as the "Waiver Documents."

The Partnership informed JEF that the Partnership may desire to issue common units representing limited partner interests in the Partnership on or prior to March 31, 2004, and not be required to redeem Senior Units pursuant to the Partnership Agreement.

Therefore, JEF hereby waives the requirements of clause (d) of the definition of "Material Event" in the Partnership Agreement for the issuance of common units representing limited partner interests in the Partnership at any time and from time to time on or prior to March 31, 2004, and agrees and acknowledges that any such issuance shall not be deemed to be a "Material Event" pursuant to any of the Waiver Documents.

Page 1 of 2

In consideration of JEF's waiving its rights under the Partnership Agreement as provided above, you hereby agree that (i) the Partnership shall not exercise its right to redeem any Senior Units before March 31, 2004, and (ii) the Partnership shall reimburse JEF for its reasonable legal fees incurred in connection with the execution of this letter agreement, which legal fees shall not exceed \$70,000.

This letter agreement shall be governed by, and construed in accordance with, the laws of the State of Missouri. This letter agreement may be executed in any number of counterparts which, when taken together, shall constitute one agreement.

If the foregoing terms are acceptable to you, please acknowledge your agreement to such terms by executing this letter agreement in the space indicated below.

Very truly yours,

JEF CAPITAL MANAGEMENT, INC.

By:/s/ Theresa Schekirke

Theresa Schekirke
President

Agreed To and Accepted this
20th day of November, 2003

FERRELLGAS PARTNERS, L.P.

By: Ferrellgas, Inc.,
Its General Partner

By: /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and Chief Financial Officer

FERRELLGAS, L.P.

By: Ferrellgas, Inc.,
Its General Partner

By: /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and Chief Financial Officer

FERRELLGAS, INC.

By: /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and Chief Financial Officer

